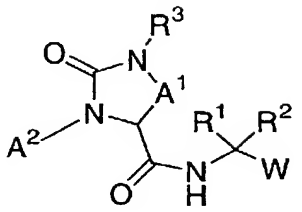
WHAT IS CLAIMED:

1. A compound of Formula (I):



(I)

or a stereoisomer, pharmaceutically acceptable salt form or prodrug thereof, wherein:

$A^1$ is $C_1$-$C_3$ alkylene substituted by 0-2 $C_1$-$C_4$ alkyl;

$A^2$ is $-C(=O)R^{9b}$, $-S(=O)R^{9b}$, $-S(=O)_2R^{9b}$, $-CONHR^{9b}$,
$-S(=O)_2NHR^{9b}$, $-C(=O)OR^{9b}$;
$-A^3-R^{9a}$;
$-A^3-A^4-R^{9a}$;
$-A^3-A^4-A^5-R^{9a}$; or
$-A^3-A^4-A^5-A^6-R^{9a}$;

W is selected from the group:
$-B(OR^{26})(OR^{27})$,
$-C(=O)C(=O)-Q$,
$-C(=O)C(=O)NH-Q$,
$-C(=O)C(=O)-O-Q$,
$-C(=O)CF_2C(=O)NH-Q$,
$-C(=O)CF_3$,
$-C(=O)CF_2CF_3$,
$-C(=O)H$, and
$-C(=O)W^1$;

$W^1$ is $OR^8$ or $-NR^{11}R^{11a}$;

Q is selected from the group:

$-(CR^{10}R^{10c})_m-Q^1$,

$-(CR^{10}R^{10c})_m-Q^2$,

$C_1$-$C_4$ alkyl substituted with $Q^1$,

$C_2$-$C_4$ alkenyl substituted with $Q^1$,

$C_2$-$C_4$ alkynyl substituted with $Q^1$,

an amino acid residue,

$-A^7-A^8$, and

$-A^7-A^8-A^9$;

m is 1, 2, 3, or 4;

$Q^1$ is selected from the group:

$-CO_2R^{11}$, $-SO_2R^{11}$, $-SO_3R^{11}$, $-P(O)_2R^{11}$, $-P(O)_3R^{11}$;

aryl substituted with 0-4 $Q^{1a}$; and

5-6 membered heterocyclic group consisting of carbon atoms and 1-4 heteroatoms selected from the group: O, S, and N; optionally saturated, partially unsaturated or unsaturated; and said 5-6 membered heterocyclic group is substituted with 0-4 $Q^{1a}$;

$Q^{1a}$ is H, F, Cl, Br, I, $-NO_2$, -CN, -NCS, $-CF_3$, $-OCF_3$,

$-CO_2R^{19}$, $-C(=O)NR^{19}R^{19a}$, $-NHC(=O)R^{19}$, $-SO_2R^{19}$,

$-SO_2NR^{19}R^{19a}$, $-NR^{19}R^{19a}$, $-OR^{19}$, $-SR^{19}$, $C_1$-$C_4$ alkyl,

$C_1$-$C_4$ alkoxy, $C_1$-$C_4$ haloalkyl, or $C_1$-$C_4$ haloalkoxy;

$Q^2$ is $-X-NR^{12}-Z$, $-NR^{12}-Y-Z$, or $-X-NR^{12}-Y-Z$;

X is -C(=O)-, -S-, -S(=O)-, -$S(=O)_2$-, -P(O)-, -$P(O)_2$-, or -$P(O)_3$-;

Y is -C(=O)-, -S-, -S(=O)-, -$S(=O)_2$-, -P(O)-, -$P(O)_2$-, or -$P(O)_3$-;

Z is selected from the group:

$C_1$-$C_4$ haloalkyl;

$C_1$-$C_4$ alkyl substituted with 0-3 $Z^a$;

$C_2$-$C_4$ alkenyl substituted with 0-3 $Z^a$;

$C_2$-$C_4$ alkynyl substituted with 0-3 $Z^a$;

$C_3$-$C_{10}$ cycloalkyl substituted with 0-5 $Z^b$;

aryl substituted with 0-5 $Z^b$;

5-10 membered heterocyclic group consisting of carbon atoms and 1-4 heteroatoms selected from the group: O, S, and N; optionally saturated, partially unsaturated or unsaturated; and said 5-10 membered heterocyclic group is substituted with 0-4 $Z^b$;

an amino acid residue;

-$A^7$-$A^8$, and

-$A^7$-$A^8$-$A^9$;

$Z^a$ is selected from the group:

H, F, Cl, Br, I, -$NO_2$, -CN, -NCS, -$CF_3$, -$OCF_3$, -$CO_2R^{20}$, -$C(=O)NR^{20}R^{20a}$, -$NHC(=O)R^{20}$, -$NR^{20}R^{20a}$, -$OR^{20}$, -$SR^{20}$, -$S(=O)R^{20}$, -$SO_2R^{20}$, -$SO_2NR^{20}R^{20a}$, $C_1$-$C_4$ alkyl, $C_1$-$C_4$ haloalkyl, $C_1$-$C_4$ haloalkoxy;

$C_3$-$C_{10}$ cycloalkyl substituted with 0-5 $Z^b$;

$C_3$-$C_{10}$ carbocyle substituted with 0-5 $Z^b$;

aryl substituted with 0-5 $Z^b$; and

5-10 membered heterocyclic group consisting of carbon atoms and 1-4 heteroatoms selected from the group: O, S, and N; optionally saturated, partially unsaturated or unsaturated; and said 5-10 membered heterocyclic group is substituted with 0-4 $Z^b$;

$Z^b$ is selected from the group:

H, F, Cl, Br, I, $-NO_2$, -CN, -NCS, $-CF_3$, $-OCF_3$, $-CO_2R^{20}$, $-C(=O)NR^{20}R^{20a}$, $-NHC(=O)R^{20}$, $-NR^{20}R^{20a}$, $-OR^{20}$, $-SR^{20}$, $-S(=O)R^{20}$, $-SO_2R^{20}$, $-SO_2NR^{20}R^{20a}$, $C_1$-$C_4$ alkyl, $C_1$-$C_4$ haloalkyl, $C_1$-$C_4$ haloalkoxy;

$C_3$-$C_{10}$ cycloalkyl substituted with 0-5 $Z^c$;

$C_3$-$C_{10}$ carbocyle substituted with 0-5 $Z^c$;

aryl substituted with 0-5 $Z^c$; and

5-10 membered heterocyclic group consisting of carbon atoms and 1-4 heteroatoms selected from the group: O, S, and N; optionally saturated, partially unsaturated or unsaturated; and said 5-10 membered heterocyclic group is substituted with 0-4 $Z^c$;

$Z^c$ is H, F, Cl, Br, I, $-NO_2$, -CN, -NCS, $-CF_3$, $-OCF_3$, $-CO_2R^{20}$, $-C(=O)NR^{20}R^{20a}$, $-NHC(=O)R^{20}$, $-NR^{20}R^{20a}$, $-OR^{20}$, $-SR^{20}$, $-S(=O)R^{20}$, $-SO_2R^{20}$, $-SO_2NR^{20}R^{20a}$, $C_1$-$C_4$ alkyl, $C_1$-$C_4$ haloalkyl, or $C_1$-$C_4$ haloalkoxy;

$R^1$ is selected from the group: H, F;

$C_1$-$C_6$ alkyl substituted with 0-3 $R^{1a}$;

$C_2$-$C_6$ alkenyl substituted with 0-3 $R^{1a}$;

$C_2$-$C_6$ alkynyl substituted with 0-3 $R^{1a}$; and

$C_3$-$C_6$ cycloalkyl substituted with 0-3 $R^{1a}$;

$R^{1a}$ is selected at each occurrence from the group:

Cl, F, Br, I, $CF_3$, $CHF_2$, OH, =O, SH, $-CO_2R^{1b}$, $-SO_2R^{1b}$, $-SO_3R^{1b}$, $-P(O)_2R^{1b}$, $-P(O)_3R^{1b}$, $-C(=O)NHR^{1b}$, $-NHC(=O)R^{1b}$, $-SO_2NHR^{1b}$, $-OR^{1b}$, $-SR^{1b}$, $C_3$-$C_6$ cycloalkyl, $C_1$-$C_6$ alkoxy, -S-($C_1$-$C_6$ alkyl);

$C_1$-$C_4$ alkyl substituted with 0-3 $R^{1c}$;

aryl substituted with 0-5 $R^{1c}$;

$-O-(CH_2)_n$-aryl substituted with 0-5 $R^{1c}$;

$-S-(CH_2)_n$-aryl substituted with 0-5 $R^{1c}$; and

5-10 membered heterocyclic group consisting of carbon atoms and 1-4 heteroatoms selected from the group: O, S, and N; optionally saturated, partially unsaturated or unsaturated; and said 5-10 membered heterocyclic group is substituted with 0-3 $R^{1c}$;

n is 0, 1 or 2;

$R^{1b}$ is H;

$C_1$-$C_4$ alkyl substituted with 0-3 $R^{1c}$;

$C_2$-$C_4$ alkenyl substituted with 0-3 $R^{1c}$;

$C_2$-$C_4$ alkynyl substituted with 0-3 $R^{1c}$;

$C_3$-$C_6$ cycloalkyl substituted with 0-5 $R^{1c}$;

aryl substituted with 0-5 $R^{1c}$;

aryl-$C_1$-$C_4$ alkyl substituted with 0-4 $R^{1c}$; or

5-6 membered heterocyclic group consisting of carbon atoms and 1-4 heteroatoms selected from the group: O, S, and N; optionally saturated, partially unsaturated or unsaturated; and said 5-10 membered heterocyclic group is substituted with 0-4 $R^{1c}$;

$R^{1c}$ is selected at each occurrence from the group:
$C_1$-$C_4$ alkyl, Cl, F, Br, I, OH, SH, -CN, -$NO_2$, -$OR^{1d}$, -$C(=O)OR^{1d}$, -$NR^{1d}R^{1d}$, -$SO_2R^{1d}$, -$SO_3R^{1d}$, -$C(=O)NHR^{1d}$, -$NHC(=O)R^{1d}$, -$SO_2NHR^{1d}$, -$CF_3$, -$OCF_3$, $C_3$-$C_6$ cycloalkyl, phenyl, and benzyl;

$R^{1d}$ is selected at each occurrence from the group: H, $C_1$-$C_4$ alkyl, phenyl and benzyl;

$R^2$ is selected from the group: H, $C_1$-$C_4$ alkyl, $C_2$-$C_4$ alkenyl, $C_2$-$C_4$ alkynyl, $C_3$-$C_4$ cycloalkyl, and $C_3$-$C_4$ cycloalkyl($C_1$-$C_4$ alkyl)-;

alternatively, $R^1$ and $R^2$ can be combined to form a 4-7 membered cyclic group consisting of carbon atoms; substituted with 0-2 $R^{14}$;

$R^3$ is selected from the group: $R^4$,
-$(CH_2)_p$-NH-$R^4$,
-$(CH_2)_p$-NHC(=O)-$R^4$,
-$(CH_2)_p$-C(=O)NH-$R^4$,
-$(CH_2)_p$-C(=O)O-$R^4$,
-$(CH_2)_p$-C(=O)C(=O)-$R^4$,
-$(CH_2)_p$-C(=O)C(=O)NH-$R^4$,
-$(CH_2)_p$-NHC(=O)NH-$R^4$,
-$(CH_2)_p$-NHC(=O)NHC(=O)-$R^4$,
-$(CH_2)_p$-NHS(=O)$_2$-$R^4$,
-$(CH_2)_p$-S(=O)$_2$NH-$R^4$,

$-(CH_2)_p-C(=O)-R^4$,

$-(CH_2)_p-O-R^4$, and

$-(CH_2)_p-S-R^4$;

p is 0, 1, or 2;

$R^4$ is selected from the group:

$C_1$-$C_6$ alkyl substituted with 0-3 $R^{4a}$;

$C_2$-$C_6$ alkenyl substituted with 0-3 $R^{4a}$;

$C_2$-$C_6$ alkynyl substituted with 0-3 $R^{4a}$;

$C_3$-$C_{10}$ cycloalkyl substituted with 0-4 $R^{4b}$;

$C_3$-$C_{10}$ carbocycle substituted with 0-4 $R^{4b}$;

aryl substituted with 0-5 $R^{4b}$;

aryl-$C_1$-$C_4$ alkyl substituted with 0-5 $R^{4b}$; and

5-10 membered heterocyclic group consisting of carbon atoms and 1-4 heteroatoms selected from the group: O, S, and N; optionally saturated, partially unsaturated or unsaturated; and said 5-10 membered heterocyclic group is substituted with 0-4 $R^{4b}$;

$R^{4a}$ is, at each occurrence, independently selected from:

H, F, Cl, Br, I, $-NO_2$, -CN, -NCS, $-CF_3$, $-OCF_3$,

=O, OH, $-CO_2H$, $-C(=NH)NH_2$, $-CO_2R^{11}$, $-C(=O)NR^{11}R^{11a}$,

$-NHC(=O)R^{11}$, $-NR^{11}R^{11a}$, $-OR^{11a}$, $-SR^{11a}$, $-C(=O)R^{11a}$,

$-S(=O)R^{11a}$, $-SO_2R^{11}$, $-SO_2NR^{11}R^{11a}$, $-NHC(=NH)NHR^{11}$,

$-C(=NH)NHR^{11}$, $=NOR^{11}$, $-NR^{11}C(=O)OR^{11a}$,

$-NR^{11}C(=O)NR^{11}R^{11a}$, $-NR^{11}SO_2NR^{11}R^{11a}$, $-NR^{11}SO_2R^{11a}$,

$-OP(O)(OR^{11})_2$;

$C_1$-$C_4$ alkyl substituted with 0-3 $R^{4b}$;

$C_2$-$C_4$ alkenyl substituted with 0-3 $R^{4b}$;

$C_2$-$C_4$ alkynyl substituted with 0-3 $R^{4b}$;

$C_3$-$C_7$ cycloalkyl substituted with 0-4 $R^{4c}$;

$C_3$-$C_{10}$ carbocycle substituted with 0-4 $R^{4c}$;

aryl substituted with 0-5 $R^{4c}$; and

5-10 membered heterocyclic group consisting of carbon atoms and 1-4 heteroatoms selected from the group: O, S, and N; optionally saturated, partially unsaturated or unsaturated; and said 5-10 membered heterocyclic group is substituted with 0-3 $R^{4c}$;

$R^{4b}$ is, at each occurrence, independently selected from:

H, F, Cl, Br, I, $-NO_2$, -CN, -NCS, $-CF_3$, $-OCF_3$, =O, OH, $-CO_2H$, $-C(=NH)NH_2$, $-CO_2R^{11}$, $-C(=O)NR^{11}R^{11a}$, $-NHC(=O)R^{11}$, $-NR^{11}R^{11a}$, $-OR^{11a}$, $-SR^{11a}$, $-C(=O)R^{11a}$, $-S(=O)R^{11a}$, $-SO_2R^{11}$, $-SO_2NR^{11}R^{11a}$, $-NHC(=NH)NHR^{11}$, $-C(=NH)NHR^{11}$, $=NOR^{11}$, $-NR^{11}C(=O)OR^{11a}$, $-OC(=O)NR^{11}R^{11a}$, $-NR^{11}C(=O)NR^{11}R^{11a}$, $-NR^{11}SO_2NR^{11}R^{11a}$, $-NR^{11}SO_2R^{11a}$, $-OP(O)(OR^{11})_2$;

$C_1$-$C_4$ alkyl substituted with 0-3 $R^{4c}$;

$C_2$-$C_4$ alkenyl substituted with 0-3 $R^{4c}$;

$C_2$-$C_4$ alkynyl substituted with 0-3 $R^{4c}$;

$C_3$-$C_6$ cycloalkyl substituted with 0-4 $R^{4d}$;

aryl substituted with 0-5 $R^{4d}$; and

5-10 membered heterocyclic group consisting of carbon atoms and 1-4 heteroatoms selected from the group: O, S, and N; optionally saturated or

unsaturated; and said 5-10 membered heterocyclic group is substituted with 0-3 $R^{4d}$;

$R^{4c}$ is, at each occurrence, independently selected from:
H, F, Cl, Br, I, $-NO_2$, -CN, -NCS, $-CF_3$, $-OCF_3$, =O, OH, $-CO_2H$, $-C(=NH)NH_2$, $-CO_2R^{11}$, $-C(=O)NR^{11}R^{11a}$, $-NHC(=O)R^{11}$, $-NR^{11}R^{11a}$, $-OR^{11a}$, $-SR^{11a}$, $-C(=O)R^{11a}$, $-S(=O)R^{11a}$, $-SO_2R^{11}$, $-SO_2NR^{11}R^{11a}$, $C_1$-$C_4$ haloalkyl, $C_1$-$C_4$ haloalkoxy;
$C_1$-$C_4$ alkyl substituted with 0-3 $R^{4d}$;
$C_2$-$C_4$ alkenyl substituted with 0-3 $R^{4d}$;
$C_2$-$C_4$ alkynyl substituted with 0-3 $R^{4d}$;
$C_3$-$C_6$ cycloalkyl substituted with 0-4 $R^{4d}$;
aryl substituted with 0-5 $R^{4d}$; and
5-10 membered heterocyclic group consisting of carbon atoms and 1-4 heteroatoms selected from the group: O, S, and N; optionally saturated or unsaturated; and said 5-10 membered heterocyclic group is substituted with 0-3 $R^{4d}$;

$R^{4d}$ is, at each occurrence, independently selected from:
H, F, Cl, Br, I, $-NO_2$, -CN, -NCS, $-CF_3$, $-OCF_3$, =O, OH, $-CO_2H$, $-CO_2R^{11}$, $-C(=O)NR^{11}R^{11a}$, $-NHC(=O)R^{11}$, $-NR^{11}R^{11a}$, $-OR^{11a}$, $-SR^{11a}$, $-C(=O)R^{11a}$, $-S(=O)R^{11a}$, $-SO_2R^{11}$, $-SO_2NR^{11}R^{11a}$, $C_1$-$C_4$ alkyl, $C_1$-$C_4$ alkoxy, $C_1$-$C_4$ haloalkyl, $C_1$-$C_4$ haloalkoxy, phenyl, and benzyl;

$R^8$ is H or $C_1$-$C_4$ alkyl;

$R^{9a}$ is selected from the group: H, $-S(=O)R^{9b}$, $-S(=O)_2R^{9b}$, $-S(=O)_2NHR^{9b}$, $-C(=O)R^{9b}$, $-C(=O)OR^{9b}$, $-C(=O)NHR^{9b}$, $-C(=O)NHC(=O)R^{9b}$;

$C_1$-$C_6$ alkyl substituted with 0-3 $R^{9c}$;

$C_2$-$C_6$ alkenyl substituted with 0-3 $R^{9c}$;

$C_2$-$C_6$ alkynyl substituted with 0-3 $R^{9c}$;

$C_3$-$C_6$ cycloalkyl substituted with 0-3 $R^{9d}$;

$C_3$-$C_{14}$ carbocycle substituted with 0-4 $R^{9d}$;

aryl substituted with 0-5 $R^{9d}$; and

5-10 membered heterocyclic group consisting of carbon atoms and 1-4 heteroatoms selected from the group: O, S, and N; optionally saturated, partially unsaturated or unsaturated; and said 5-10 membered heterocyclic group is substituted with 0-4 $R^{9d}$;

$R^{9b}$ is selected from the group: H;

$C_1$-$C_6$ alkyl substituted with 0-3 $R^{9c}$;

$C_2$-$C_6$ alkenyl substituted with 0-3 $R^{9c}$;

$C_2$-$C_6$ alkynyl substituted with 0-3 $R^{9c}$;

$C_3$-$C_6$ cycloalkyl substituted with 0-3 $R^{9d}$;

$C_3$-$C_{14}$ carbocycle substituted with 0-4 $R^{9d}$;

aryl substituted with 0-5 $R^{9d}$; and

5-10 membered heterocyclic group consisting of carbon atoms and 1-4 heteroatoms selected from the group: O, S, and N; optionally saturated, partially unsaturated or unsaturated; and said 5-10 membered heterocyclic group is substituted with 0-4 $R^{9d}$;

$R^{9c}$ is selected from the group: $CF_3$, $OCF_3$, Cl, F, Br, I, =O, OH, $C(O)OR^{11}$, $NH_2$, $NH(CH_3)$, $N(CH_3)_2$, -CN, $NO_2$;

$C_1$-$C_6$ alkyl substituted with 0-3 $R^{9d}$;

$C_2$-$C_6$ alkenyl substituted with 0-3 $R^{9d}$;

$C_2$-$C_6$ alkynyl substituted with 0-3 $R^{9d}$;

$C_3$-$C_6$ cycloalkyl substituted with 0-3 $R^{9e}$;

$C_3$-$C_{14}$ carbocycle substituted with 0-4 $R^{9e}$;

aryl substituted with 0-5 $R^{9e}$; and

5-10 membered heterocyclic group consisting of carbon atoms and 1-4 heteroatoms selected from the group: O, S, and N; optionally saturated, partially unsaturated or unsaturated; and said 5-10 membered heterocyclic group is substituted with 0-4 $R^{9e}$;

$R^{9d}$ is selected at each occurrence from the group: $CF_3$, $OCF_3$, Cl, F, Br, I, =O, OH, $C(O)OR^{11}$, $NH_2$, $NH(CH_3)$, $N(CH_3)_2$, -CN, $NO_2$;

$C_1$-$C_4$ alkyl substituted with 0-3 $R^{9e}$;

$C_1$-$C_4$ alkoxy substituted with 0-3 $R^{9e}$;

$C_3$-$C_6$ cycloalkyl substituted with 0-3 $R^{9e}$;

aryl substituted with 0-5 $R^{9e}$; and

5-6 membered heterocyclic group consisting of carbon atoms and 1-4 heteroatoms selected from the group: O, S, and N; optionally saturated, partially unsaturated or unsaturated; and said 5-6 membered heterocyclic group is substituted with 0-4 $R^{9e}$;

$R^{9e}$ is selected at each occurrence from the group:

$C_1$-$C_4$ alkyl, $C_1$-$C_4$ alkoxy, $CF_3$, $OCF_3$, Cl, F, Br, I, =O, OH, phenyl, $C(O)OR^{11}$, $NH_2$, $NH(CH_3)$, $N(CH_3)_2$, -CN, and $NO_2$;

$R^{10}$ is selected from the group: $-CO_2R^{11}$, $-NR^{11}R^{11a}$, and $C_1$-$C_6$ alkyl substituted with 0-1 $R^{10a}$;

$R^{10a}$ is selected from the group: halo, $-NO_2$, -CN, $-CF_3$, $-CO_2R^{11}$, $-NR^{11}R^{11a}$, $-OR^{11}$, $-SR^{11}$, $-C(=NH)NH_2$, and aryl substituted with 0-1 $R^{10b}$;

$R^{10b}$ is selected from the group: $-CO_2H$, $-NH_2$, -OH, -SH, and $-C(=NH)NH_2$;

$R^{10c}$ is H or $C_1$-$C_4$ alkyl;

alternatively, $R^{10}$ and $R^{10c}$ can be combined to form a $C_3$-$C_6$ cycloalkyl group substituted with 0-1 $R^{10a}$;

$R^{11}$ and $R^{11a}$ are, at each occurrence, independently selected from the group: H;
$C_1$-$C_6$ alkyl substituted with 0-3 $R^{11b}$;
$C_2$-$C_6$ alkenyl substituted with 0-3 $R^{11b}$;
$C_2$-$C_6$ alkynyl substituted with 0-3 $R^{11b}$;
$C_3$-$C_7$ cycloalkyl substituted with 0-3 $R^{11b}$;
aryl substituted with 0-3 $R^{11b}$; and
aryl($C_1$-$C_4$ alkyl)- substituted with 0-3 $R^{11b}$;

$R^{11b}$ is OH, $C_1$-$C_4$ alkoxy, F, Cl, Br, I, $NH_2$, or -NH($C_1$-$C_4$ alkyl);

$R^{12}$ is H or $C_1$-$C_4$ alkyl;

$R^{14}$ is $C_1$-$C_4$ alkyl or $C_2$-$C_4$ alkenyl;

$R^{19}$ and $R^{19a}$ are independently selected from the group: H, $C_1$-$C_4$ alkyl, $C_1$-$C_4$ haloalkyl, aryl, aryl($C_1$-$C_4$ alkyl), $C_3$-$C_6$ cycloalkyl, and $C_3$-$C_6$ cycloalkyl($C_1$-$C_4$ alkyl);

alternatively, $NR^{19}R^{19a}$ may form a 5-6 membered heterocyclic group consisting of carbon atoms, a nitrogen atom, and optionally a second heteroatom selected from the group: O, S, and N;

$R^{20}$ and $R^{20a}$ are independently selected from the group: H, $C_1$-$C_4$ alkyl, $C_1$-$C_4$ haloalkyl, aryl, aryl($C_1$-$C_4$ alkyl)-, $C_3$-$C_6$ cycloalkyl, and $C_3$-$C_6$ cycloalkyl($C_1$-$C_4$ alkyl)-;

alternatively, $NR^{20}R^{20a}$ may form a 5-6 membered heterocyclic group consisting of carbon atoms, a nitrogen atom, and optionally a second heteroatom selected from the group: O, S, and N;

$OR^{26}$ and $OR^{27}$ are independently selected from:

a) -OH,

b) -F,

c) $-NR^{28}R^{29}$,

d) $C_1$-$C_8$ alkoxy, and

when taken together, $OR^{26}$ and $OR^{27}$ form:

e) a cyclic boronic ester where said cyclic boronic ester contains from 2 to 20 carbon atoms, and, optionally, 1, 2, or 3 heteroatoms which can be N, S, or O;

f) a cyclic boronic amide where said boronic amide contains from 2 to 20 carbon atoms and, optionally, 1, 2, or 3 heteroatoms which can be N, S, or O; or

g) a cyclic boronic amide-ester where said boronic amide-ester contains from 2 to 20 carbon atoms and, optionally, 1, 2, or 3 heteroatoms which can be N, S, or O;

$R^{28}$ and $R^{29}$, are independently selected from: H, $C_1$-$C_4$ alkyl, aryl($C_1$-$C_4$ alkyl)-, and $C_3$-$C_7$ cycloalkyl;

$A^3$, $A^4$, $A^5$, $A^6$, $A^7$, $A^8$, and $A^9$ are independently selected from an amino acid residue; and

an amino acid residue, at each occurence, independently comprises a natural amino acid, a modified amino acid or an unnatural amino acid wherein said natural, modified or unnatural amino acid is of either D or L configuration.

**2**. A compound of Claim 1, or a stereoisomer, pharmaceutically acceptable salt form or prodrug thereof, wherein:

$A^1$ is $-CH_2-$ or $-CH_2CH_2-$;

$A^2$ is $-C(=O)R^{9b}$, $-S(=O)R^{9b}$, $-S(=O)_2R^{9b}$, $-CONHR^{9b}$,

$-S(=O)_2NHR^{9b}$, $-C(=O)OR^{9b}$;

$-A^3-R^{9a}$;

$-A^3-A^4-R^{9a}$;

$-A^3-A^4-A^5-R^{9a}$; or

$-A^3-A^4-A^5-A^6-R^{9a}$;

W is selected from the group:

$-B(OR^{26})(OR^{27})$,

$-C(=O)C(=O)-Q$,

$-C(=O)C(=O)NH-Q$,

$-C(=O)C(=O)-O-Q$,

$-C(=O)CF_2C(=O)NH-Q$,

$-C(=O)CF_3$,

$-C(=O)CF_2CF_3$,

$-C(=O)H$, and

$-C(=O)W^1$;

$W^1$ is $OR^8$ or $-NR^{11}R^{11a}$;

Q is selected from the group:

$-(CR^{10}R^{10c})_m-Q^1$,

$C_1$-$C_4$ alkyl substituted with $Q^1$,

$C_2$-$C_4$ alkenyl substituted with $Q^1$, and

$C_2$-$C_4$ alkynyl substituted with $Q^1$;

m is 1 or 2;

$Q^1$ is selected from the group:

$-CO_2R^{11}$, $-SO_2R^{11}$, $-SO_3R^{11}$, $-P(O)_2R^{11}$, $-P(O)_3R^{11}$;

phenyl substituted with 0-4 $Q^{1a}$; and

5-6 membered heterocyclic group consisting of carbon atoms and 1-4 heteroatoms selected from the group: O, S, and N; optionally saturated, partially unsaturated or unsaturated; and said 5-6 membered heterocyclic group is substituted with 0-4 $Q^{1a}$;

$Q^{1a}$ is H, F, Cl, Br, I, $-NO_2$, -CN, -NCS, $-CF_3$, $-OCF_3$, $-CO_2R^{19}$, $-C(=O)NR^{19}R^{19a}$, $-NHC(=O)R^{19}$, $-SO_2R^{19}$, $-SO_2NR^{19}R^{19a}$, $-NR^{19}R^{19a}$, $-OR^{19}$, $-SR^{19}$, $C_1$-$C_4$ alkyl, $C_1$-$C_4$ alkoxy, $C_1$-$C_4$ haloalkyl, or $C_1$-$C_4$ haloalkoxy;

$R^1$ is selected from the group: H, F;
$C_1$-$C_6$ alkyl substituted with 0-3 $R^{1a}$;
$C_2$-$C_6$ alkenyl substituted with 0-3 $R^{1a}$;
$C_2$-$C_6$ alkynyl substituted with 0-3 $R^{1a}$; and
$C_3$-$C_6$ cycloalkyl substituted with 0-3 $R^{1a}$;

$R^{1a}$ is selected at each occurrence from the group:
Cl, F, Br, I, $CF_3$, $CHF_2$, OH, =O, SH, $-CO_2R^{1b}$, $-SO_2R^{1b}$, $-SO_3R^{1b}$, $-P(O)_2R^{1b}$, $-P(O)_3R^{1b}$, $-C(=O)NHR^{1b}$, $-NHC(=O)R^{1b}$, $-SO_2NHR^{1b}$, $-OR^{1b}$, $-SR^{1b}$, $C_3$-$C_6$ cycloalkyl, $C_1$-$C_6$ alkoxy, $-S-(C_1$-$C_6$ alkyl);
$C_1$-$C_4$ alkyl substituted with 0-3 $R^{1c}$;
aryl substituted with 0-5 $R^{1c}$;
$-O-(CH_2)_n$-aryl substituted with 0-5 $R^{1c}$;
$-S-(CH_2)_n$-aryl substituted with 0-5 $R^{1c}$; and
5-10 membered heterocyclic group consisting of carbon atoms and 1-4 heteroatoms selected from the group: O, S, and N; optionally saturated, partially

unsaturated or unsaturated; and said 5-10 membered heterocyclic group is substituted with 0-3 $R^{1c}$;

n is 0, 1 or 2;

$R^{1b}$ is H;

$C_1$-$C_4$ alkyl substituted with 0-3 $R^{1c}$;

$C_2$-$C_4$ alkenyl substituted with 0-3 $R^{1c}$;

$C_2$-$C_4$ alkynyl substituted with 0-3 $R^{1c}$;

$C_3$-$C_6$ cycloalkyl substituted with 0-5 $R^{1c}$;

aryl substituted with 0-5 $R^{1c}$;

aryl-$C_1$-$C_4$ alkyl substituted with 0-4 $R^{1c}$; or

5-6 membered heterocyclic group consisting of carbon atoms and 1-4 heteroatoms selected from the group: O, S, and N; optionally saturated, partially unsaturated or unsaturated; and said 5-10 membered heterocyclic group is substituted with 0-4 $R^{1c}$;

$R^{1c}$ is selected at each occurrence from the group:

$C_1$-$C_4$ alkyl, Cl, F, Br, I, OH, SH, -CN, $-NO_2$, $-OR^{1d}$, $-C(=O)OR^{1d}$, $-NR^{1d}R^{1d}$, $-SO_2R^{1d}$, $-SO_3R^{1d}$, $-C(=O)NHR^{1d}$, $-NHC(=O)R^{1d}$, $-SO_2NHR^{1d}$, $-CF_3$, $-OCF_3$, $C_3$-$C_6$ cycloalkyl, phenyl, and benzyl;

$R^{1d}$ is selected at each occurrence from the group: H, $C_1$-$C_4$ alkyl, phenyl and benzyl;

$R^2$ is selected from the group: H, $C_1$-$C_4$ alkyl, $C_2$-$C_4$ alkenyl, $C_2$-$C_4$ alkynyl, $C_3$-$C_4$ cycloalkyl, and $C_3$-$C_4$ cycloalkyl($C_1$-$C_4$ alkyl)-;

alternatively, $R^1$ and $R^2$ can be combined to form a 4-7 membered cyclic group consisting of carbon atoms; substituted with 0-2 $R^{14}$;

$R^3$ is selected from the group: $R^4$,

$-(CH_2)_p-NH-R^4$,

$-(CH_2)_p-NHC(=O)-R^4$,

$-(CH_2)_p-C(=O)NH-R^4$,

$-(CH_2)_p-C(=O)O-R^4$,

$-(CH_2)_p-C(=O)C(=O)-R^4$,

$-(CH_2)_p-C(=O)C(=O)NH-R^4$,

$-(CH_2)_p-NHC(=O)NH-R^4$,

$-(CH_2)_p-NHC(=O)NHC(=O)-R^4$,

$-(CH_2)_p-NHS(=O)_2-R^4$,

$-(CH_2)_p-S(=O)_2NH-R^4$,

$-(CH_2)_p-C(=O)-R^4$,

$-(CH_2)_p-O-R^4$, and

$-(CH_2)_p-S-R^4$;

p is 0, 1, or 2;

$R^4$ is selected from the group:

$C_1$-$C_6$ alkyl substituted with 0-3 $R^{4a}$;

$C_2$-$C_6$ alkenyl substituted with 0-3 $R^{4a}$;

$C_2$-$C_6$ alkynyl substituted with 0-3 $R^{4a}$;

$C_3$-$C_{10}$ cycloalkyl substituted with 0-4 $R^{4b}$;

$C_3$-$C_{10}$ carbocycle substituted with 0-4 $R^{4b}$;

aryl substituted with 0-5 $R^{4b}$;

aryl-$C_1$-$C_4$ alkyl substituted with 0-5 $R^{4b}$; and

5-10 membered heterocyclic group consisting of carbon atoms and 1-4 heteroatoms selected from the group: O, S, and N; optionally saturated, partially unsaturated or unsaturated; and said 5-10 membered heterocyclic group is substituted with 0-3 $R^{4b}$;

$R^{4a}$ is, at each occurrence, independently selected from:

H, F, Cl, Br, I, $-NO_2$, -CN, -NCS, $-CF_3$, $-OCF_3$,

=O, OH, $-CO_2H$, $-C(=NH)NH_2$, $-CO_2R^{11}$, $-C(=O)NR^{11}R^{11a}$,

$-NHC(=O)R^{11}$, $-NR^{11}R^{11a}$, $-OR^{11a}$, $-SR^{11a}$, $-C(=O)R^{11a}$,

$-S(=O)R^{11a}$, $-SO_2R^{11}$, $-SO_2NR^{11}R^{11a}$, $-NHC(=NH)NHR^{11}$,

$-C(=NH)NHR^{11}$, $=NOR^{11}$, $-NR^{11}C(=O)OR^{11a}$,

$-NR^{11}C(=O)NR^{11}R^{11a}$, $-NR^{11}SO_2NR^{11}R^{11a}$, $-NR^{11}SO_2R^{11a}$,

$-OP(O)(OR^{11})_2$;

$C_1$-$C_4$ alkyl substituted with 0-3 $R^{4b}$;

$C_2$-$C_4$ alkenyl substituted with 0-3 $R^{4b}$;

$C_2$-$C_4$ alkynyl substituted with 0-3 $R^{4b}$;

$C_3$-$C_7$ cycloalkyl substituted with 0-4 $R^{4c}$;

$C_3$-$C_{10}$ carbocycle substituted with 0-4 $R^{4c}$;

aryl substituted with 0-5 $R^{4c}$; and

5-10 membered heterocyclic group consisting of carbon atoms and 1-4 heteroatoms selected from the group: O, S, and N; optionally saturated, partially unsaturated or unsaturated; and said 5-10 membered heterocyclic group is substituted with 0-3 $R^{4c}$;

$R^{4b}$ is, at each occurrence, independently selected from:

H, F, Cl, Br, I, $-NO_2$, -CN, -NCS, $-CF_3$, $-OCF_3$, =O, OH, $-CO_2H$, $-C(=NH)NH_2$, $-CO_2R^{11}$, $-C(=O)NR^{11}R^{11a}$, $-NHC(=O)R^{11}$, $-NR^{11}R^{11a}$, $-OR^{11a}$, $-SR^{11a}$, $-C(=O)R^{11a}$, $-S(=O)R^{11a}$, $-SO_2R^{11}$, $-SO_2NR^{11}R^{11a}$, $-NHC(=NH)NHR^{11}$, $-C(=NH)NHR^{11}$, $=NOR^{11}$, $-NR^{11}C(=O)OR^{11a}$, $-OC(=O)NR^{11}R^{11a}$, $-NR^{11}C(=O)NR^{11}R^{11a}$, $-NR^{11}SO_2NR^{11}R^{11a}$, $-NR^{11}SO_2R^{11a}$, $-OP(O)(OR^{11})_2$;

$C_1$-$C_4$ alkyl substituted with 0-3 $R^{4c}$;

$C_2$-$C_4$ alkenyl substituted with 0-3 $R^{4c}$;

$C_2$-$C_4$ alkynyl substituted with 0-3 $R^{4c}$;

$C_3$-$C_6$ cycloalkyl substituted with 0-4 $R^{4d}$;

aryl substituted with 0-5 $R^{4d}$; and

5-10 membered heterocyclic group consisting of carbon atoms and 1-4 heteroatoms selected from the group: O, S, and N; optionally saturated or unsaturated; and said 5-10 membered heterocyclic group is substituted with 0-3 $R^{4d}$;

$R^{4c}$ is, at each occurrence, independently selected from:

H, F, Cl, Br, I, $-NO_2$, -CN, -NCS, $-CF_3$, $-OCF_3$, =O, OH, $-CO_2H$, $-C(=NH)NH_2$, $-CO_2R^{11}$, $-C(=O)NR^{11}R^{11a}$, $-NHC(=O)R^{11}$, $-NR^{11}R^{11a}$, $-OR^{11a}$, $-SR^{11a}$, $-C(=O)R^{11a}$, $-S(=O)R^{11a}$, $-SO_2R^{11}$, $-SO_2NR^{11}R^{11a}$,

$C_1$-$C_4$ haloalkyl, $C_1$-$C_4$ haloalkoxy;

$C_1$-$C_4$ alkyl substituted with 0-3 $R^{4d}$;

$C_2$-$C_4$ alkenyl substituted with 0-3 $R^{4d}$;

$C_2$-$C_4$ alkynyl substituted with 0-3 $R^{4d}$;

$C_3$-$C_6$ cycloalkyl substituted with 0-4 $R^{4d}$;

aryl substituted with 0-5 $R^{4d}$; and

5-10 membered heterocyclic group consisting of carbon atoms and 1-4 heteroatoms selected from the group: O, S, and N; optionally saturated or unsaturated; and said 5-10 membered heterocyclic group is substituted with 0-3 $R^{4d}$;

$R^{4d}$ is, at each occurrence, independently selected from: H, F, Cl, Br, I, $-NO_2$, -CN, -NCS, $-CF_3$, $-OCF_3$, =O, OH, $-CO_2H$, $-CO_2R^{11}$, $-C(=O)NR^{11}R^{11a}$, $-NHC(=O)R^{11}$, $-NR^{11}R^{11a}$, $-OR^{11a}$, $-SR^{11a}$, $-C(=O)R^{11a}$, $-S(=O)R^{11a}$, $-SO_2R^{11}$, $-SO_2NR^{11}R^{11a}$, $C_1$-$C_4$ alkyl, $C_1$-$C_4$ alkoxy, $C_1$-$C_4$ haloalkyl, $C_1$-$C_4$ haloalkoxy, phenyl, and benzyl;

$R^8$ is H or $C_1$-$C_4$ alkyl;

$R^{9a}$ is selected from the group: H, $-S(=O)R^{9b}$, $-S(=O)_2R^{9b}$, $-S(=O)_2NHR^{9b}$, $-C(=O)R^{9b}$, $-C(=O)OR^{9b}$, $-C(=O)NHR^{9b}$, $-C(=O)NHC(=O)R^{9b}$;

$C_1$-$C_6$ alkyl substituted with 0-3 $R^{9c}$;

$C_2$-$C_6$ alkenyl substituted with 0-3 $R^{9c}$;

$C_2$-$C_6$ alkynyl substituted with 0-3 $R^{9c}$;

$C_3$-$C_6$ cycloalkyl substituted with 0-3 $R^{9d}$;

$C_3$-$C_{14}$ carbocycle substituted with 0-4 $R^{9d}$;

aryl substituted with 0-5 $R^{9d}$; and

5-10 membered heterocyclic group consisting of carbon atoms and 1-4 heteroatoms selected from the group: O, S, and N; optionally saturated, partially unsaturated or unsaturated; and said 5-10 membered heterocyclic group is substituted with 0-4 $R^{9d}$;

$R^{9b}$ is selected from the group: H;

$C_1$-$C_6$ alkyl substituted with 0-3 $R^{9c}$;

$C_2$-$C_6$ alkenyl substituted with 0-3 $R^{9c}$;

$C_2$-$C_6$ alkynyl substituted with 0-3 $R^{9c}$;

$C_3$-$C_6$ cycloalkyl substituted with 0-3 $R^{9d}$;

$C_3$-$C_{14}$ carbocycle substituted with 0-4 $R^{9d}$;

aryl substituted with 0-5 $R^{9d}$; and

5-10 membered heterocyclic group consisting of carbon atoms and 1-4 heteroatoms selected from the group: O, S, and N; optionally saturated, partially unsaturated or unsaturated; and said 5-10 membered heterocyclic group is substituted with 0-4 $R^{9d}$;

$R^{9c}$ is selected from the group: $CF_3$, $OCF_3$, Cl, F, Br, I, =O, OH, $C(O)OR^{11}$, $NH_2$, $NH(CH_3)$, $N(CH_3)_2$, -CN, $NO_2$;

$C_1$-$C_6$ alkyl substituted with 0-3 $R^{9d}$;

$C_2$-$C_6$ alkenyl substituted with 0-3 $R^{9d}$;

$C_2$-$C_6$ alkynyl substituted with 0-3 $R^{9d}$;

$C_3$-$C_6$ cycloalkyl substituted with 0-3 $R^{9e}$;

$C_3$-$C_{14}$ carbocycle substituted with 0-4 $R^{9e}$;

aryl substituted with 0-5 $R^{9e}$; and

5-10 membered heterocyclic group consisting of carbon atoms and 1-4 heteroatoms selected from the group: O, S, and N; optionally saturated, partially unsaturated or unsaturated; and said 5-10 membered heterocyclic group is substituted with 0-4 $R^{9e}$;

$R^{9d}$ is selected at each occurrence from the group:

$CF_3$, $OCF_3$, Cl, F, Br, I, =O, OH, $C(O)OR^{11}$, $NH_2$, $NH(CH_3)$, $N(CH_3)_2$, -CN, $NO_2$;

$C_1$-$C_4$ alkyl substituted with 0-3 $R^{9e}$;

$C_1$-$C_4$ alkoxy substituted with 0-3 $R^{9e}$;

$C_3$-$C_6$ cycloalkyl substituted with 0-3 $R^{9e}$;

aryl substituted with 0-5 $R^{9e}$; and

5-6 membered heterocyclic group consisting of carbon atoms and 1-4 heteroatoms selected from the group: O, S, and N; optionally saturated, partially unsaturated or unsaturated; and said 5-6 membered heterocyclic group is substituted with 0-4 $R^{9e}$;

$R^{9e}$ is selected at each occurrence from the group:

$C_1$-$C_4$ alkyl, $C_1$-$C_4$ alkoxy, $CF_3$, $OCF_3$, Cl, F, Br, I, =O, OH, phenyl, $C(O)OR^{11}$, $NH_2$, $NH(CH_3)$, $N(CH_3)_2$, -CN, and $NO_2$;

$R^{10}$ is selected from the group: $-CO_2R^{11}$, $-NR^{11}R^{11a}$, and $C_1$-$C_6$ alkyl substituted with 0-1 $R^{10a}$;

$R^{10a}$ is selected from the group: halo, $-NO_2$, -CN, $-CF_3$, $-CO_2R^{11}$, $-NR^{11}R^{11a}$, $-OR^{11}$, $-SR^{11}$, $-C(=NH)NH_2$, and aryl substituted with 0-1 $R^{10b}$;

$R^{10b}$ is selected from the group: $-CO_2H$, $-NH_2$, -OH, -SH, and $-C(=NH)NH_2$;

$R^{10c}$ is H or $C_1$-$C_4$ alkyl;

alternatively, $R^{10}$ and $R^{10c}$ can be combined to form a $C_3$-$C_6$ cycloalkyl group substituted with 0-1 $R^{10a}$;

$R^{11}$ and $R^{11a}$ are, at each occurrence, independently selected from the group: H;
$C_1$-$C_6$ alkyl substituted with 0-3 $R^{11b}$;
$C_2$-$C_6$ alkenyl substituted with 0-3 $R^{11b}$;
$C_2$-$C_6$ alkynyl substituted with 0-3 $R^{11b}$;
$C_3$-$C_7$ cycloalkyl substituted with 0-3 $R^{11b}$;
aryl substituted with 0-3 $R^{11b}$; and
aryl($C_1$-$C_4$ alkyl)- substituted with 0-3 $R^{11b}$;

$R^{11b}$ is OH, $C_1$-$C_4$ alkoxy, F, Cl, Br, I, $NH_2$, or -NH($C_1$-$C_4$ alkyl);

$R^{12}$ is H or $C_1$-$C_4$ alkyl;

$R^{14}$ is $C_1$-$C_4$ alkyl or $C_2$-$C_4$ alkenyl;

$R^{19}$ and $R^{19a}$ are independently selected from the group: H, $C_1$-$C_4$ alkyl, $C_1$-$C_4$ haloalkyl, aryl, aryl($C_1$-$C_4$ alkyl), $C_3$-$C_6$ cycloalkyl, and $C_3$-$C_6$ cycloalkyl($C_1$-$C_4$ alkyl);

alternatively, $NR^{19}R^{19a}$ may form a 5-6 membered heterocyclic group consisting of carbon atoms, a nitrogen atom, and optionally a second heteroatom selected from the group: O, S, and N;

$OR^{26}$ and $OR^{27}$ are independently selected from:
a) -OH,

b)-F,

c)-$NR^{28}R^{29}$,

d) $C_1$-$C_8$ alkoxy, and

when taken together, $OR^{26}$ and $OR^{27}$ form:

e) a cyclic boronic ester where said cyclic boronic ester contains from 2 to 20 carbon atoms, and, optionally, 1, 2, or 3 heteroatoms which can be N, S, or O;

$R^{28}$ and $R^{29}$, are independently selected from: H, $C_1$-$C_4$ alkyl, aryl($C_1$-$C_4$ alkyl)-, and $C_3$-$C_7$ cycloalkyl;

$A^3$, $A^4$, $A^5$, and $A^6$, are independently selected from an amino acid residue; and

an amino acid residue, at each occurence, independently comprises a natural amino acid, a modified amino acid or an unnatural amino acid wherein said natural, modified or unnatural amino acid is of either D or L configuration.

**3**. A compound of Claim 2, or a stereoisomer, pharmaceutically acceptable salt form or prodrug thereof, wherein:

$A^1$ is $-CH_2-$ or $-CH_2CH_2-$;

$A^2$ is $-C(=O)R^{9b}$, $-S(=O)R^{9b}$, $-S(=O)_2R^{9b}$, $-CONHR^{9b}$,

$-S(=O)_2NHR^{9b}$, $-C(=O)OR^{9b}$;

$-A^3-R^{9a}$;

$-A^3-A^4-R^{9a}$; or

$-A^3-A^4-A^5-R^{9a}$;

W is $-B(OR^{26})(OR^{27})$;

$R^1$ is selected from the group: H;

$C_1$-$C_4$ alkyl substituted with 0-2 $R^{1a}$;

$C_2$-$C_4$ alkenyl substituted with 0-2 $R^{1a}$;

$C_2$-$C_4$ alkynyl substituted with 0-2 $R^{1a}$; and

$R^{1a}$ is selected at each occurrence from the group:

Cl, F, Br, $CF_3$, $CHF_2$, OH, $C_3$-$C_6$ cycloalkyl, $C_1$-$C_4$ alkoxy, -S-($C_1$-$C_4$ alkyl);

$C_1$-$C_4$ alkyl substituted with 0-2 $R^{1c}$;

aryl substituted with 0-3 $R^{1c}$; and

5-10 membered heterocyclic group consisting of carbon atoms and 1-4 heteroatoms selected from the group: O, S, and N; optionally saturated, partially unsaturated or unsaturated; and said 5-10 membered heterocyclic group is substituted with 0-3 $R^{1c}$;

$R^{1c}$ is selected at each occurrence from the group:

$C_1$-$C_4$ alkyl, Cl, F, Br, I, OH, SH, -CN, $-NO_2$, $-OR^{1d}$, $-C(=O)OR^{1d}$, $-NR^{1d}R^{1d}$, $-SO_2R^{1d}$, $-SO_3R^{1d}$, $-C(=O)NHR^{1d}$, $-NHC(=O)R^{1d}$, $-SO_2NHR^{1d}$, $-CF_3$, $-OCF_3$, $C_3$-$C_6$ cycloalkyl, phenyl, and benzyl;

$R^{1d}$ is selected at each occurrence from the group: H, $C_1$-$C_4$ alkyl, phenyl and benzyl;

$R^2$ is H or $C_1$-$C_4$ alkyl;

$R^3$ is selected from the group: $R^4$,

$-(CH_2)_p-NH-R^4$,

$-(CH_2)_p-NHC(=O)-R^4$,

$-(CH_2)_p-C(=O)NH-R^4$,

$-(CH_2)_p-C(=O)O-R^4$,

$-(CH_2)_p-NHC(=O)NH-R^4$,

$-(CH_2)_p-NHC(=O)NHC(=O)-R^4$,

$-(CH_2)_p-C(=O)-R^4$,

$-(CH_2)_p-O-R^4$, and

$-(CH_2)_p-S-R^4$;

p is 0, 1, or 2;

$R^4$ is selected from the group:

$C_1$-$C_4$ alkyl substituted with 0-3 $R^{4a}$;

$C_2$-$C_4$ alkenyl substituted with 0-3 $R^{4a}$;

$C_2$-$C_4$ alkynyl substituted with 0-3 $R^{4a}$;

$C_3$-$C_6$ cycloalkyl substituted with 0-2 $R^{4b}$;

aryl substituted with 0-5 $R^{4b}$; and

5-10 membered heterocyclic group consisting of carbon atoms and 1-4 heteroatoms selected from the group: O, S, and N; optionally saturated, partially unsaturated or unsaturated; and said 5-10 membered heterocyclic group is substituted with 0-4 $R^{4b}$;

$R^{4a}$ is, at each occurrence, independently selected from:

H, F, Cl, Br, I, $-NO_2$, -CN, -NCS, $-CF_3$, $-OCF_3$,

=O, OH, $-CO_2H$, $-C(=NH)NH_2$, $-CO_2R^{11}$, $-C(=O)NR^{11}R^{11a}$, $-NHC(=O)R^{11}$, $-NR^{11}R^{11a}$, $-OR^{11a}$, $-SR^{11a}$, $-C(=O)R^{11a}$, $-S(=O)R^{11a}$, $-SO_2R^{11}$, $-SO_2NR^{11}R^{11a}$, $-NHC(=NH)NHR^{11}$, $-C(=NH)NHR^{11}$, $=NOR^{11}$, $-NR^{11}C(=O)OR^{11a}$, $-NR^{11}C(=O)NR^{11}R^{11a}$, $-NR^{11}SO_2NR^{11}R^{11a}$, $-NR^{11}SO_2R^{11a}$;

$C_1$-$C_4$ alkyl substituted with 0-2 $R^{4b}$;

$C_2$-$C_4$ alkenyl substituted with 0-2 $R^{4b}$;

$C_2$-$C_4$ alkynyl substituted with 0-2 $R^{4b}$;

$C_3$-$C_7$ cycloalkyl substituted with 0-3 $R^{4c}$;

aryl substituted with 0-5 $R^{4c}$; and

5-10 membered heterocyclic group consisting of carbon atoms and 1-4 heteroatoms selected from the group: O, S, and N; optionally saturated, partially unsaturated or unsaturated; and said 5-10 membered heterocyclic group is substituted with 0-3 $R^{4c}$;

$R^{4b}$ is, at each occurrence, independently selected from:

H, F, Cl, Br, I, $-NO_2$, $-CN$, $-NCS$, $-CF_3$, $-OCF_3$, =O, OH, $-CO_2H$, $-C(=NH)NH_2$, $-CO_2R^{11}$, $-C(=O)NR^{11}R^{11a}$, $-NHC(=O)R^{11}$, $-NR^{11}R^{11a}$, $-OR^{11a}$, $-SR^{11a}$, $-C(=O)R^{11a}$, $-S(=O)R^{11a}$, $-SO_2R^{11}$, $-SO_2NR^{11}R^{11a}$, $-NHC(=NH)NHR^{11}$, $-C(=NH)NHR^{11}$, $=NOR^{11}$, $-NR^{11}C(=O)OR^{11a}$, $-OC(=O)NR^{11}R^{11a}$, $-NR^{11}C(=O)NR^{11}R^{11a}$, $-NR^{11}SO_2NR^{11}R^{11a}$, $-NR^{11}SO_2R^{11a}$, $-OP(O)(OR^{11})_2$;

$C_1$-$C_4$ alkyl substituted with 0-3 $R^{4c}$;

$C_2$-$C_4$ alkenyl substituted with 0-3 $R^{4c}$;

$C_2$-$C_4$ alkynyl substituted with 0-3 $R^{4c}$;

$C_3$-$C_6$ cycloalkyl substituted with 0-4 $R^{4d}$;

aryl substituted with 0-5 $R^{4d}$; and

5-10 membered heterocyclic group consisting of carbon atoms and 1-4 heteroatoms selected from the group: O, S, and N; optionally saturated or unsaturated; and said 5-10 membered heterocyclic group is substituted with 0-3 $R^{4d}$;

$R^{4c}$ is, at each occurrence, independently selected from: H, F, Cl, Br, I, $-NO_2$, -CN, -NCS, $-CF_3$, $-OCF_3$, =O, OH, $-CO_2H$, $-C(=NH)NH_2$, $-CO_2R^{11}$, $-C(=O)NR^{11}R^{11a}$, $-NHC(=O)R^{11}$, $-NR^{11}R^{11a}$, $-OR^{11a}$, $-SR^{11a}$, $-C(=O)R^{11a}$, $-S(=O)R^{11a}$, $-SO_2R^{11}$, $-SO_2NR^{11}R^{11a}$, $C_1$-$C_4$ haloalkyl, $C_1$-$C_4$ haloalkoxy;

$C_1$-$C_4$ alkyl substituted with 0-3 $R^{4d}$;

$C_2$-$C_4$ alkenyl substituted with 0-3 $R^{4d}$;

$C_2$-$C_4$ alkynyl substituted with 0-3 $R^{4d}$;

$C_3$-$C_6$ cycloalkyl substituted with 0-4 $R^{4d}$;

aryl substituted with 0-5 $R^{4d}$; and

5-10 membered heterocyclic group consisting of carbon atoms and 1-4 heteroatoms selected from the group: O, S, and N; optionally saturated or unsaturated; and said 5-10 membered heterocyclic group is substituted with 0-3 $R^{4d}$;

$R^{4d}$ is, at each occurrence, independently selected from: H, F, Cl, Br, I, $-NO_2$, -CN, -NCS, $-CF_3$, $-OCF_3$, =O, OH, $-CO_2H$, $-CO_2R^{11}$, $-C(=O)NR^{11}R^{11a}$, $-NHC(=O)R^{11}$, $-NR^{11}R^{11a}$, $-OR^{11a}$, $-SR^{11a}$, $-C(=O)R^{11a}$, $-S(=O)R^{11a}$, $-SO_2R^{11}$, $-SO_2NR^{11}R^{11a}$, $C_1$-$C_4$ alkyl, $C_1$-$C_4$ alkoxy, $C_1$-$C_4$ haloalkyl, $C_1$-$C_4$ haloalkoxy, phenyl, and benzyl;

$R^{9a}$ is selected from the group: H, $-S(=O)R^{9b}$, $-S(=O)_2R^{9b}$, $-S(=O)_2NHR^{9b}$, $-C(=O)R^{9b}$, $-C(=O)OR^{9b}$, $-C(=O)NHR^{9b}$, $-C(=O)NHC(=O)R^{9b}$;

$C_1$-$C_4$ alkyl substituted with 0-3 $R^{9c}$;

$C_2$-$C_4$ alkenyl substituted with 0-3 $R^{9c}$;

$C_2$-$C_4$ alkynyl substituted with 0-3 $R^{9c}$;

$C_3$-$C_6$ cycloalkyl substituted with 0-3 $R^{9d}$;

$C_3$-$C_{14}$ carbocycle substituted with 0-4 $R^{9d}$;

aryl substituted with 0-5 $R^{9d}$; and

5-10 membered heterocyclic group consisting of carbon atoms and 1-4 heteroatoms selected from the group: O, S, and N; optionally saturated, partially unsaturated or unsaturated; and said 5-10 membered heterocyclic group is substituted with 0-4 $R^{9d}$;

$R^{9b}$ is selected from the group: H;

$C_1$-$C_4$ alkyl substituted with 0-2 $R^{9c}$;

$C_2$-$C_4$ alkenyl substituted with 0-2 $R^{9c}$;

$C_2$-$C_4$ alkynyl substituted with 0-2 $R^{9c}$;

$C_3$-$C_6$ cycloalkyl substituted with 0-2 $R^{9d}$;

$C_3$-$C_{14}$ carbocycle substituted with 0-3 $R^{9d}$;

aryl substituted with 0-3 $R^{9d}$; and

5-10 membered heterocyclic group consisting of carbon atoms and 1-4 heteroatoms selected from the group: O, S, and N; optionally saturated, partially unsaturated or unsaturated; and said 5-10 membered heterocyclic group is substituted with 0-3 $R^{9d}$;

$R^{9c}$ is selected from the group: $CF_3$, $OCF_3$, Cl, F, Br, I, =O, OH, $C(O)OR^{11}$, $NH_2$, $NH(CH_3)$, $N(CH_3)_2$, -CN, $NO_2$;

$C_1$-$C_4$ alkyl substituted with 0-3 $R^{9d}$;

$C_2$-$C_4$ alkenyl substituted with 0-3 $R^{9d}$;

$C_2$-$C_4$ alkynyl substituted with 0-3 $R^{9d}$;

$C_3$-$C_6$ cycloalkyl substituted with 0-3 $R^{9e}$;

$C_3$-$C_{14}$ carbocycle substituted with 0-4 $R^{9e}$;

aryl substituted with 0-5 $R^{9e}$; and

5-10 membered heterocyclic group consisting of carbon atoms and 1-4 heteroatoms selected from the group: O, S, and N; optionally saturated, partially unsaturated or unsaturated; and said 5-10 membered heterocyclic group is substituted with 0-4 $R^{9e}$;

$R^{9d}$ is selected at each occurrence from the group: $CF_3$, $OCF_3$, Cl, F, Br, I, =O, OH, $C(O)OR^{11}$, $NH_2$, $NH(CH_3)$, $N(CH_3)_2$, -CN, $NO_2$;

$C_1$-$C_4$ alkyl substituted with 0-3 $R^{9e}$;

$C_1$-$C_4$ alkoxy substituted with 0-3 $R^{9e}$;

$C_3$-$C_6$ cycloalkyl substituted with 0-3 $R^{9e}$;

aryl substituted with 0-5 $R^{9e}$; and

5-6 membered heterocyclic group consisting of carbon atoms and 1-4 heteroatoms selected from the group: O, S, and N; optionally saturated, partially unsaturated or unsaturated; and said 5-6 membered heterocyclic group is substituted with 0-4 $R^{9e}$;

$R^{9e}$ is selected at each occurrence from the group:

$C_1$-$C_4$ alkyl, $C_1$-$C_4$ alkoxy, $CF_3$, $OCF_3$, Cl, F, Br, I, =O, OH, phenyl, $C(O)OR^{11}$, $NH_2$, $NH(CH_3)$, $N(CH_3)_2$, -CN, and $NO_2$;

$R^{11}$ and $R^{11a}$ are, at each occurrence, independently selected from the group: H;
$C_1$-$C_4$ alkyl substituted with 0-1 $R^{11b}$;
phenyl substituted with 0-2 $R^{11b}$; and
benzyl substituted with 0-2 $R^{11b}$;

$R^{11b}$ is OH, $C_1$-$C_4$ alkoxy, F, Cl, Br, I, $NH_2$, or -NH($C_1$-$C_4$ alkyl);

$OR^{26}$ and $OR^{27}$ are independently selected from:
a) -OH,
d) $C_1$-$C_8$ alkoxy, and
when taken together, $OR^{26}$ and $OR^{27}$ form:
e) a cyclic boronic ester where said cyclic boronic ester contains from 2 to 16 carbon atoms;

$A^3$, $A^4$, and $A^5$, are independently selected from an amino acid residue wherein said amino acid residue, at each occurence, is independently selected from the group: Ala, Arg, Asn, Asp, Aze, Cys, Gln, Glu, Gly, His, Hyp, Ile, Leu, Lys, Met, Orn, Phe, Pro, Sar, Ser, Thr, Trp, Tyr, Val, Abu, Alg, Ape, Cha, Cpa, Cpg, Dfb, Dpa, Gla, Irg, HomoLys, Phe(4-fluoro), Tpa, Asp(OMe), Glu(OMe), Hyp(OMe), Asp($O^tBu$), Glu($O^tBu$), Hyp($O^tBu$), Thr($O^tBu$), Asp(OBzl), Glu(OBzl), Hyp(OBzl), Pro(OBzl), Thr(OBzl), cyclohexylglycine, cyclohexylalanine,

cyclopropylglycine, t-butylglycine, phenylglycine, and 3,3-diphenylalanine.

**4**. A compound of Claim 3, or a stereoisomer, pharmaceutically acceptable salt form or prodrug thereof, wherein:

$A^1$ is $-CH_2-$;

$A^2$ is $-C(=O)R^{9b}$, $-S(=O)R^{9b}$, $-S(=O)_2R^{9b}$, $-CONHR^{9b}$, $-S(=O)_2NHR^{9b}$, $-C(=O)OR^{9b}$;
$-A^3-R^{9a}$;
$-A^3-A^4-R^{9a}$; or
$-A^3-A^4-A^5-R^{9a}$;

W is $-B(OR^{26})(OR^{27})$;

$R^1$ is selected from the group: H;
$C_1$-$C_4$ alkyl substituted with 0-2 $R^{1a}$;
$C_2$-$C_4$ alkenyl substituted with 0-2 $R^{1a}$;
$C_2$-$C_4$ alkynyl substituted with 0-2 $R^{1a}$;

$R^{1a}$ is selected at each occurrence from the group:
Cl, F, Br, $CF_3$, or $CHF_2$;

$R^2$ is H or methyl;

$R^3$ is selected from the group: $R^4$,
$-(CH_2)_p-NH-R^4$,
$-(CH_2)_p-NHC(=O)-R^4$,

$-(CH_2)_p-C(=O)NH-R^4$,

$-(CH_2)_p-C(=O)O-R^4$,

$-(CH_2)_p-NHC(=O)NH-R^4$,

$-(CH_2)_p-NHC(=O)NHC(=O)-R^4$,

$-(CH_2)_p-C(=O)-R^4$,

$-(CH_2)_p-O-R^4$, and

$-(CH_2)_p-S-R^4$;

p is 0 or 1;

$R^4$ is selected from the group:

$C_1$-$C_4$ alkyl substituted with 0-3 $R^{4a}$;

$C_2$-$C_4$ alkenyl substituted with 0-3 $R^{4a}$;

$C_2$-$C_4$ alkynyl substituted with 0-3 $R^{4a}$;

$C_3$-$C_4$ cycloalkyl substituted with 0-2 $R^{4b}$;

phenyl substituted with 0-3 $R^{4b}$;

naphthyl substituted with 0-3 $R^{4b}$; and

5-10 membered heterocyclic group selected from the group: pyridinyl, furanyl, thienyl, pyrrolyl, pyrazolyl, pyrazinyl, piperazinyl, imidazolyl, indolyl, benzimidazolyl, 1*H*-indazolyl, oxazolidinyl, benzotriazolyl, benzisoxazolyl, benzoxazolyl, oxindolyl, benzoxazolinyl, benzthiazolyl, benzisothiazolyl, isatinoyl, isoxazolopyridinyl, isothiazolopyridinyl, thiazolopyridinyl, oxazolopyridinyl, imidazolopyridinyl, pyrazolopyridinyl, 4H-quinolizinyl, benzofuranyl, benzothiophenyl, quinazolinyl, quinolinyl, 4*H*-quinolizinyl, and

quinoxalinyl; and said 5-10 membered heterocyclic group is substituted with 0-3 $R^{4b}$;

$R^{4a}$ is, at each occurrence, independently selected from:

H, F, Cl, Br, $-NO_2$, -CN, $-CF_3$, $-OCF_3$, OH, $-CO_2H$, $-C(=NH)NH_2$, $-CO_2R^{11}$, $-C(=O)NR^{11}R^{11a}$, $-NHC(=O)R^{11}$, $-NR^{11}R^{11a}$, $-OR^{11a}$, $-SR^{11a}$, $-C(=O)R^{11a}$, $-S(=O)R^{11a}$, $-SO_2R^{11}$, $-SO_2NR^{11}R^{11a}$, $-NR^{11}C(=O)NR^{11}R^{11a}$, $-NR^{11}SO_2R^{11a}$;

$C_1$-$C_4$ alkyl substituted with 0-2 $R^{4b}$;

phenyl substituted with 0-3 $R^{4c}$;

naphthyl substituted with 0-3 $R^{4c}$; and

5-10 membered heterocyclic group selected from the group: pyridinyl, furanyl, thienyl, pyrrolyl, pyrazolyl, pyrazinyl, piperazinyl, imidazolyl, indolyl, benzimidazolyl, 1*H*-indazolyl, oxazolidinyl, benzotriazolyl, benzisoxazolyl, benzoxazolyl, oxindolyl, benzoxazolinyl, benzthiazolyl, benzisothiazolyl, isatinoyl, isoxazolopyridinyl, isothiazolopyridinyl, thiazolopyridinyl, oxazolopyridinyl, imidazolopyridinyl, pyrazolopyridinyl, 4H-quinolizinyl, benzofuranyl, benzothiophenyl, quinazolinyl, quinolinyl, 4*H*-quinolizinyl, and quinoxalinyl; and said 5-10 membered heterocyclic group is substituted with 0-3 $R^{4c}$;

$R^{4b}$ is, at each occurrence, independently selected from:

H, F, Cl, Br, $-NO_2$, -CN, $-CF_3$, $-OCF_3$, OH, $-CO_2H$, $-C(=NH)NH_2$, $-CO_2R^{11}$, $-C(=O)NR^{11}R^{11a}$, $-NHC(=O)R^{11}$, $-NR^{11}R^{11a}$, $-OR^{11a}$, $-SR^{11a}$, $-C(=O)R^{11a}$, $-S(=O)R^{11a}$,

$-SO_2R^{11}$, $-SO_2NR^{11}R^{11a}$, $-NR^{11}C(=O)NR^{11}R^{11a}$,
$-NR^{11}SO_2R^{11a}$;
$C_1$-$C_4$ alkyl substituted with 0-1 $R^{4c}$;
phenyl substituted with 0-3 $R^{4d}$;
naphthyl substituted with 0-3 $R^{4d}$; and
5-10 membered heterocyclic group selected from the group: pyridinyl, furanyl, thienyl, pyrrolyl, pyrazolyl, pyrazinyl, piperazinyl, imidazolyl, indolyl, benzimidazolyl, 1*H*-indazolyl, oxazolidinyl, benzotriazolyl, benzisoxazolyl, benzoxazolyl, oxindolyl, benzoxazolinyl, benzthiazolyl, benzisothiazolyl, isatinoyl, isoxazolopyridinyl, isothiazolopyridinyl, thiazolopyridinyl, oxazolopyridinyl, imidazolopyridinyl, pyrazolopyridinyl, 4H-quinolizinyl, benzofuranyl, benzothiophenyl, quinazolinyl, quinolinyl, 4*H*-quinolizinyl, and quinoxalinyl; and said 5-10 membered heterocyclic group is substituted with 0-3 $R^{4d}$;

$R^{4c}$ is, at each occurrence, independently selected from:
H, F, Cl, Br, $-NO_2$, $-CN$, $-CF_3$, $-OCF_3$, OH, $-CO_2H$,
$-C(=NH)NH_2$, $-CO_2R^{11}$, $-C(=O)NR^{11}R^{11a}$, $-NHC(=O)R^{11}$,
$-NR^{11}R^{11a}$, $-OR^{11a}$, $-SR^{11a}$, $-C(=O)R^{11a}$,
$-S(=O)R^{11a}$, $-SO_2R^{11}$, $-SO_2NR^{11}R^{11a}$,
$C_1$-$C_4$ haloalkyl, $C_1$-$C_4$ haloalkoxy and $C_1$-$C_4$ alkyl;

$R^{4d}$ is, at each occurrence, independently selected from:
H, F, Cl, Br, I, $-NO_2$, $-CN$, $-NCS$, $-CF_3$, $-OCF_3$, =O, OH,
$-CO_2H$, $-CO_2R^{11}$, $-C(=O)NR^{11}R^{11a}$, $-NHC(=O)R^{11}$,
$-NR^{11}R^{11a}$, $-OR^{11a}$, $-SR^{11a}$, $-C(=O)R^{11a}$, $-S(=O)R^{11a}$,

$-SO_2R^{11}$, $-SO_2NR^{11}R^{11a}$, $C_1$-$C_4$ alkyl, $C_1$-$C_4$ alkoxy, $C_1$-$C_4$ haloalkyl, $C_1$-$C_4$ haloalkoxy, phenyl, and benzyl;

$R^{9a}$ is selected from the group: H, $-S(=O)R^{9b}$, $-S(=O)_2R^{9b}$, $-S(=O)_2NHR^{9b}$, $-C(=O)R^{9b}$, $-C(=O)OR^{9b}$, $-C(=O)NHR^{9b}$, $-C(=O)NHC(=O)R^{9b}$;

$C_1$-$C_4$ alkyl substituted with 0-2 $R^{9c}$;

$C_3$-$C_{12}$ carbocycle substituted with 0-3 $R^{9d}$;

phenyl substituted with 0-3 $R^{9d}$;

naphthyl substituted with 0-3 $R^{9d}$; and

5-10 membered heterocyclic group selected from the group: pyridinyl, furanyl, thienyl, pyrrolyl, pyrazolyl, pyrazinyl, piperazinyl, imidazolyl, indolyl, benzimidazolyl, 1*H*-indazolyl, oxazolidinyl, benzotriazolyl, benzisoxazolyl, benzoxazolyl, oxindolyl, benzoxazolinyl, benzthiazolyl, benzisothiazolyl, isatinoyl, isoxazolopyridinyl, isothiazolopyridinyl, thiazolopyridinyl, oxazolopyridinyl, imidazolopyridinyl, pyrazolopyridinyl, 4H-quinolizinyl, benzofuranyl, benzothiophenyl, quinazolinyl, quinolinyl, 4*H*-quinolizinyl, and quinoxalinyl; and said 5-10 membered heterocyclic group is substituted with 0-3 $R^{9d}$;

$R^{9b}$ is selected from the group: H;

$C_1$-$C_4$ alkyl substituted with 0-1 $R^{9c}$;

$C_2$-$C_4$ alkenyl substituted with 0-1 $R^{9c}$;

$C_2$-$C_4$ alkynyl substituted with 0-1 $R^{9c}$;

$C_3$-$C_{12}$ carbocycle substituted with 0-3 $R^{9d}$;

phenyl substituted with 0-3 $R^{9d}$;

naphthyl substituted with 0-3 $R^{9d}$; and

5-10 membered heterocyclic group selected from the group: pyridinyl, furanyl, thienyl, pyrrolyl, pyrazolyl, pyrazinyl, piperazinyl, imidazolyl, indolyl, benzimidazolyl, 1*H*-indazolyl, oxazolidinyl, benzotriazolyl, benzisoxazolyl, benzoxazolyl, oxindolyl, benzoxazolinyl, benzthiazolyl, benzisothiazolyl, isatinoyl, isoxazolopyridinyl, isothiazolopyridinyl, thiazolopyridinyl, oxazolopyridinyl, imidazolopyridinyl, pyrazolopyridinyl, 4H-quinolizinyl, benzofuranyl, benzothiophenyl, quinazolinyl, quinolinyl, 4*H*-quinolizinyl, and quinoxalinyl; and said 5-10 membered heterocyclic group is substituted with 0-3 $R^{9d}$;

$R^{9c}$ is selected from the group: $CF_3$, $OCF_3$, Cl, F, Br, OH, $C(O)OR^{11}$, $NH_2$, $NH(CH_3)$, $N(CH_3)_2$, -CN, $NO_2$;

$C_1$-$C_4$ alkyl substituted with 0-2 $R^{9d}$;

$C_2$-$C_4$ alkenyl substituted with 0-2 $R^{9d}$;

$C_2$-$C_4$ alkynyl substituted with 0-2 $R^{9d}$;

$C_3$-$C_6$ cycloalkyl substituted with 0-2 $R^{9e}$;

$C_3$-$C_{12}$ carbocycle substituted with 0-3 $R^{9e}$;

phenyl substituted with 0-3 $R^{9e}$;

naphthyl substituted with 0-3 $R^{9e}$; and

5-10 membered heterocyclic group selected from the group: pyridinyl, furanyl, thienyl, pyrrolyl, pyrazolyl, pyrazinyl, piperazinyl, imidazolyl, indolyl, benzimidazolyl, 1*H*-indazolyl, oxazolidinyl, benzotriazolyl, benzisoxazolyl,

benzoxazolyl, oxindolyl, benzoxazolinyl, benzthiazolyl, benzisothiazolyl, isatinoyl, isoxazolopyridinyl, isothiazolopyridinyl, thiazolopyridinyl, oxazolopyridinyl, imidazolopyridinyl, pyrazolopyridinyl, 4H-quinolizinyl, benzofuranyl, benzothiophenyl, quinazolinyl, quinolinyl, 4*H*-quinolizinyl, and quinoxalinyl; and said 5-10 membered heterocyclic group is substituted with 0-3 $R^{9e}$;

$R^{9d}$ is selected at each occurrence from the group: $CF_3$, $OCF_3$, Cl, F, Br, OH, $C(O)OR^{11}$, $NH_2$, $NH(CH_3)$, $N(CH_3)_2$, -CN, $NO_2$, $C_1$-$C_4$ alkyl, $C_1$-$C_4$ alkoxy, and phenyl;

$R^{9e}$ is selected at each occurrence from the group: $C_1$-$C_4$ alkyl, $C_1$-$C_4$ alkoxy, $CF_3$, $OCF_3$, Cl, F, Br, I, =O, OH, phenyl, $C(O)OR^{11}$, $NH_2$, $NH(CH_3)$, $N(CH_3)_2$, -CN, and $NO_2$;

$R^{11}$ and $R^{11a}$ are, at each occurrence, independently selected from the group: H, methyl, ethyl, propyl, butyl, phenyl and benzyl;

$OR^{26}$ and $OR^{27}$ are independently selected from:

a) -OH,

d) $C_1$-$C_8$ alkoxy, and

when taken together, $OR^{26}$ and $OR^{27}$ form:

e) a cyclic boronic ester where said cyclic boronic ester is formed from the group: pinanediol, pinacol, 1,2-ethanediol, 1,3-propanediol, 1,2-propanediol, 2,3-butanediol, 1,2-

diisopropylethanedio, 5,6-decanediol, 1,2-dicyclohexylethanediol, diethanolamine, and 1,2-diphenyl-1,2-ethanediol;

$A^3$ is Val, Glu, Ile, Thr, cyclohexylglycine, or cyclohexylalanine;

$A^4$ is Val, Ile, Leu, cyclohexylglycine, cyclopropylglycine, t-butylglycine, phenylglycine, or 3,3-diphenylalanine; and

$A^5$ is (D or L stereochemistry) Asp, Glu, Val, Ile, t-butylglycine, and Gla.

**5**. A compound of Claim 4, or a stereoisomer, pharmaceutically acceptable salt form or prodrug thereof, wherein:

$A^1$ is $-CH_2-$;

$A^2$ is H, $-C(=O)R^{9b}$, $-CONHR^{9b}$, $-C(=O)OR^{9b}$;
$-A^3-R^{9a}$; or
$-A^3-A^4-R^{9a}$;

W is pinanediol boronic ester;

$R^1$ is H, ethyl, allyl, or 2,2-difluoro-ethyl;

$R^2$ is H;

$R^3$ is selected from the group: $R^4$,

$-(CH_2)_p-NH-R^4$,

$-(CH_2)_p-NHC(=O)-R^4$,

$-(CH_2)_p-C(=O)NH-R^4$,

$-(CH_2)_p-C(=O)O-R^4$,

$-(CH_2)_p-NHC(=O)NH-R^4$,

$-(CH_2)_p-NHC(=O)NHC(=O)-R^4$,

$-(CH_2)_p-C(=O)-R^4$,

$-(CH_2)_p-O-R^4$, and

$-(CH_2)_p-S-R^4$;

p is 0 or 1;

$R^4$ is selected from the group: H, methyl, isopropyl, t-butyl, phenyl, benzyl, phenethyl, Ph-propyl, 3-Ph-2-propenyl, phenyl, 2-benzoic acid, 5-isophthalate dimethyl ester, triphenylmethyl, 1-(1-naphthyl)ethyl, 2-methylphenyl, 4-methylphenyl, 4-ethylphenyl, 2-isopropylphenyl, 4-isopropylphenyl, 4-*tert*-butylphenyl, 2-methoxyphenyl, 3-methoxyphenyl, 4-methoxyphenyl, 2-ethoxyphenyl, 4-ethoxyphenyl, 2-F-phenyl, 3-F-phenyl, 4-F-phenyl, 2-Cl-phenyl, 4-Cl-phenyl, 2-$CF_3$-phenyl, 3-$CF_3$-phenyl, 4-$CF_3$-phenyl, 4-(trifluoromethoxy)phenyl, 4-(hydroxymethyl)phenyl, 3-cyanophenyl, 3-(acetyl)phenyl, 2-phenoxyphenyl, 3-phenoxyphenyl, 4-(acetyl)phenyl, 2-(methoxycarbonyl)-phenyl, 3-(methoxycarbonyl)-phenyl, 4-(methoxycarbonyl)-phenyl, 2-(ethoxycarbonyl)-phenyl, 3-(ethoxycarbonyl)-phenyl, 4-(ethoxycarbonyl)phenyl, 2-(butoxycarbonyl)phenyl, 2-(*tert*-butoxycarbonyl)phenyl, 4-(dimethylamino)phenyl, 2-(methylthio)phenyl, 3-(methylthio)phenyl, 4-(methylthio)phenyl, 2-(methylsulfonyl)phenyl, 3-$CF_3S$-phenyl, 2-nitrophenyl, 4-

nitrophenyl, 2-aminophenyl, 4-(benzyloxy)phenyl, 2-biphenyl, 4-biphenyl, 2,6-diisopropylphenyl, 2,4-diF-phenyl, 2,5-diF-phenyl, 2,6-diF-phenyl, 3,4-dichlorophenyl, 2,4-dimethoxyphenyl, 2,5-dimethoxyphenyl, 5-Cl-2-methoxyphenyl, 4-F-2-nitrophenyl, 3,4,5,-trimethoxyphenyl, 5-Cl-2,4-dimethoxyphenyl, 5-F-2,4-dimethoxyphenyl, Trans-2-phenylcyclopropyl, 1-naphthyl, 2-naphthyl, 2-pyridinyl, 3-pyridinyl, 2-quinolinyl, 5-quinolinyl, 1-isoquinolinyl, 2-phenyl-4-quinolinyl, 2-phenyl-4-quinolinyl-methyl, 2-methyl-6-quinolinyl, 2-anilino-2-oxoethyl and 2-3-methylbutyric acid methyl ester;

$R^{9a}$ is selected from the group: H, $-S(=O)R^{9b}$, $-S(=O)_2R^{9b}$, $-S(=O)_2NHR^{9b}$, $-C(=O)R^{9b}$, $-C(=O)OR^{9b}$, $-C(=O)NHR^{9b}$, $-C(=O)NHC(=O)R^{9b}$;

$C_1$-$C_4$ alkyl substituted with 0-2 $R^{9c}$;

$C_3$-$C_{12}$ carbocycle substituted with 0-2 $R^{9d}$;

phenyl substituted with 0-2 $R^{9d}$;

naphthyl substituted with 0-2 $R^{9d}$; and

5-10 membered heterocyclic group selected from the group: pyridinyl, furanyl, thienyl, pyrrolyl, pyrazolyl, pyrazinyl, piperazinyl, imidazolyl, indolyl, benzimidazolyl, 1*H*-indazolyl, oxazolidinyl, benzotriazolyl, benzisoxazolyl, benzoxazolyl, oxindolyl, benzoxazolinyl, benzthiazolyl, benzisothiazolyl, isatinoyl, isoxazolopyridinyl, isothiazolopyridinyl, thiazolopyridinyl, oxazolopyridinyl, imidazolopyridinyl, pyrazolopyridinyl, 4H-quinolizinyl, benzofuranyl, benzothiophenyl, quinazolinyl, quinolinyl, 4*H*-quinolizinyl, and

quinoxalinyl; and said 5-10 membered heterocyclic group is substituted with 0-2 $R^{9d}$;

$R^{9b}$ is selected from the group: H;

$C_1$-$C_4$ alkyl substituted with 0-1 $R^{9c}$;

$C_3$-$C_{12}$ carbocycle substituted with 0-2 $R^{9d}$;

phenyl substituted with 0-2 $R^{9d}$;

naphthyl substituted with 0-2 $R^{9d}$; and

5-10 membered heterocyclic group selected from the group: pyridinyl, furanyl, thienyl, pyrrolyl, pyrazolyl, pyrazinyl, piperazinyl, imidazolyl, indolyl, benzimidazolyl, 1*H*-indazolyl, oxazolidinyl, benzotriazolyl, benzisoxazolyl, benzoxazolyl, oxindolyl, benzoxazolinyl, benzthiazolyl, benzisothiazolyl, isatinoyl, isoxazolopyridinyl, isothiazolopyridinyl, thiazolopyridinyl, oxazolopyridinyl, imidazolopyridinyl, pyrazolopyridinyl, 4H-quinolizinyl, benzofuranyl, benzothiophenyl, quinazolinyl, quinolinyl, 4*H*-quinolizinyl, and quinoxalinyl; and said 5-10 membered heterocyclic group is substituted with 0-2 $R^{9d}$;

$R^{9c}$ is selected from the group: $CF_3$, $OCF_3$, Cl, F, Br, OH, $C(O)OR^{11}$, $NH_2$, $NH(CH_3)$, $N(CH_3)_2$, -CN, $NO_2$;

$C_1$-$C_4$ alkyl substituted with 0-1 $R^{9d}$;

$C_2$-$C_4$ alkenyl substituted with 0-1 $R^{9d}$;

$C_2$-$C_4$ alkynyl substituted with 0-1 $R^{9d}$; and

$R^{9d}$ is selected at each occurrence from the group:

$CF_3$, $OCF_3$, Cl, F, Br, OH, $C(O)OR^{11}$, $NH_2$, $NH(CH_3)$, $N(CH_3)_2$, -CN, $NO_2$, $C_1$-$C_4$ alkyl, $C_1$-$C_4$ alkoxy, and phenyl;

$R^{11}$ is selected from the group: H, methyl, ethyl, propyl, butyl, phenyl and benzyl;

$A^3$ is Val, Glu, Ile, Thr, cyclohexylglycine, or cyclohexylalanine; and

$A^4$ is Val, Ile, Leu, cyclohexylglycine, cyclopropylglycine, t-butylglycine, phenylglycine, or 3,3-diphenylalanine.

**6**. A compound of Claim 5, or a stereoisomer, pharmaceutically acceptable salt form or prodrug thereof, wherein:

$A^1$ is $-CH_2-$;

$A^2$ is $-C(=O)OR^{9b}$ or $-A^3-R^{9a}$;

W is pinanediol boronic ester;

$R^1$ is H, ethyl or allyl;

$R^2$ is H;

$R^3$ is $R^4$;

$R^4$ is selected from the group: Ph-propyl, 3-Ph-2-propenyl, 2-phenyl-4-quinolinyl, 2-phenyl-4-quinolinyl-methyl, 2-methyl-6-quinolinyl, and 2-anilino-2-oxoethyl;

$R^{9a}$ is selected from the group: $-S(=O)_2R^{9b}$, $-C(=O)R^{9b}$, $-C(=O)OR^{9b}$, and $-C(=O)NHR^{9b}$;

$R^{9b}$ is selected from the group: t-butyl, fluorenylmethyl, fluorenyl, benzyl;
phenyl substituted with 0-2 $R^{9d}$;
naphthyl substituted with 0-2 $R^{9d}$; and
pyridinyl substituted with 0-2 $R^{9d}$;

$R^{9d}$ is selected at each occurrence from the group:
$CF_3$, $OCF_3$, Cl, F, Br, OH, $C(O)OR^{11}$, $NH_2$, $NH(CH_3)$, $N(CH_3)_2$, -CN, $NO_2$, $C_1$-$C_4$ alkyl, $C_1$-$C_4$ alkoxy, and phenyl; and

$A^3$ is Val.

**7.** A compound of Claim 1, or a stereoisomer or a pharmaceutically acceptable salt form or prodrug thereof, selected from:

(4*S*)-*N*-{[[(1R)-1-[(3αS,4S,6S,7αR)-hexahydro-3α,5,5-trimethyl-4,6-methano-1,3,2-benzodioxaborol-2-yl]propyl}-3-{(2*S*)-3-methyl-2-[(phenylacetyl)-amino]-butanoyl}-2-oxo-1-(3-phenylpropyl)-4-imidazolidinecarboxamide;

*tert*-butyl (1*S*)-*N*-{[[(1R)-1-[(3αS,4S,6S,7αR)-hexahydro-3α,5,5-trimethyl-4,6-methano-1,3,2-benzodioxaborol-2-yl]propyl}amino)carbonyl]-2-oxo-3-(3-phenylpropyl)imidazolidinyl]carbonyl}-2-methylpropylcarbamate;

(4*S*)-*N*-{[[(1R)-1-[(3αS,4S,6S,7αR)-hexahydro-3α,5,5-trimethyl-4,6-methano-1,3,2-benzodioxaborol-2-yl]propyl}-3-{(2*S*)-2-[(anilinocarbonyl)amino]-3-methylbutanoyl}-2-oxo-1-(3-phenylpropyl)-4-imidazolidinecarboxamide;

(4*S*)-*N*-{[[(1R)-1-[(3αS,4S,6S,7αR)-hexahydro-3α,5,5-trimethyl-4,6-methano-1,3,2-benzodioxaborol-2-yl]propyl}-3-{(2*S*)-2-[(9*H*-fluoren-1-ylcarbonyl)amino]-3-methylbutanoyl}-2-oxo-1-(3-phenylpropyl)-4-imidazolidinecarboxamide;

(4*S*)-*N*-{[[(1R)-1-[(3αS,4S,6S,7αR)-hexahydro-3α,5,5-trimethyl-4,6-methano-1,3,2-benzodioxaborol-2-yl]propyl}-3-((2*S*)-2-{[(4-methoxyphenyl)acetyl]amino}-3-methylbutanoyl)-2-oxo-1-(3-phenylpropyl)-4-imidazolidinecarboxamide;

(4*S*)-*N*-{[[(1R)-1-[(3αS,4S,6S,7αR)-hexahydro-3α,5,5-trimethyl-4,6-methano-1,3,2-benzodioxaborol-2-yl]-3-butenyl}-3-{(2*S*)-2-[(9*H*-fluoren-1-ylcarbonyl)amino]-3-methylbutanoyl}-2-oxo-1-(3-phenylpropyl)-4-imidazolidinecarboxamide;

9*H*-fluoren-9-ylmethyl (1*S*)-*N*-{[[(1R)-1-[(3αS,4S,6S,7αR)-hexahydro-3α,5,5-trimethyl-4,6-methano-1,3,2-

benzodioxaborol-2-yl]propyl}amino)carbonyl]-2-oxo-3-(3-phenylpropyl)imidazolidinyl]carbonyl}-2-methylpropylcarbamate;

(4*S*)-*N*-{[[(1R)-1-[(3αS,4S,6S,7αR)-hexahydro-3α,5,5-trimethyl-4,6-methano-1,3,2-benzodioxaborol-2-yl]propyl}-3-((2*S*)-3-methyl-2-{[3-(trifluoromethyl)benzyl]amino}butanoyl)-2-oxo-1-(3-phenylpropyl)-4-imidazolidinecarboxamide;

(4*S*)-*N*-{[[(1R)-1-[(3αS,4S,6S,7αR)-hexahydro-3α,5,5-trimethyl-4,6-methano-1,3,2-benzodioxaborol-2-yl]propyl}-3-{(2*S*)-2-[([1,1'-biphenyl]-4-ylmethyl)amino]-3-methylbutanoyl}-2-oxo-1-(3-phenylpropyl)-4-imidazolidinecarboxamide;

9*H*-fluoren-9-ylmethyl (1*S*)-1-({(5*S*)-5-[({(1*R*)-1-[(3αS,4S,6S,7αR)-hexahydro-3α,5,5-trimethyl-4,6-methano-1,3,2-benzodioxaborol-2-yl]propyl}amino)carbonyl]-2-oxo-3-[(2-phenyl-4-quinolinyl)methyl]imidazolidinyl}carbonyl)-2-methylpropylcarbamate;

*N*-((1*S*)-1-{[(5*S*)-5-{[[(1R)-1-[(3αS,4S,6S,7αR)-hexahydro-3α,5,5-trimethyl-4,6-methano-1,3,2-benzodioxaborol-2-yl]propyl}-amino)carbonyl]-2-oxo-3-(3-phenylpropyl)imidazolidinyl]carbonyl}-2-methylpropyl)-2-chloronicotinamide;

(4*S*)-*N*-{[[(1R)-1-[(3αS,4S,6S,7αR)-hexahydro-3α,5,5-trimethyl-4,6-methano-1,3,2-benzodioxaborol-2-yl]propyl}-3-{(2*S*)-2-[(4-butylbenzoyl)amino]-3-

methylbutanoyl}-2-oxo-1-(3-phenylpropyl)-4-imidazolidinecarboxamide;

isobutyl (1*S*)-1-{[(5*S*)-5-{[[(1R)-1-[(3αS,4S,6S,7αR)-hexahydro-3α,5,5-trimethyl-4,6-methano-1,3,2-benzodioxaborol-2-yl]propyl}amino)carbonyl]-2-oxo-3-(3-phenylpropyl)imidazolidinyl]carbonyl}-2-methylpropylcarbamate;

(4*S*)-*N*-{[[(1R)-1-[(3αS,4S,6S,7αR)-hexahydro-3α,5,5-trimethyl-4,6-methano-1,3,2-benzodioxaborol-2-yl]propyl}-3-((2*S*)-2-{[(benzoylamino)carbonyl]amino}-3-methylbutanoyl)-2-oxo-1-(3-phenylpropyl)-4-imidazolidinecarboxamide;

(4*S*)-*N*-{[[(1R)-1-[(3αS,4S,6S,7αR)-hexahydro-3α,5,5-trimethyl-4,6-methano-1,3,2-benzodioxaborol-2-yl]propyl}-3-[(2*S*)-3-methyl-2-(1-naphthoylamino)butanoyl]-2-oxo-1-(3-phenylpropyl)-4-imidazolidinecarboxamide;

(4*S*)-*N*-{[[(1R)-1-[(3αS,4S,6S,7αR)-hexahydro-3α,5,5-trimethyl-4,6-methano-1,3,2-benzodioxaborol-2-yl]propyl}-3-[(2*S*)-2-(acetylamino)-3-methylbutanoyl]-2-oxo-1-(3-phenylpropyl)-4-imidazolidinecarboxamide;

(4*S*)-*N*-{[[(1R)-1-[(3αS,4S,6S,7αR)-hexahydro-3α,5,5-trimethyl-4,6-methano-1,3,2-benzodioxaborol-2-yl]propyl}-3-[(2*S*)-2-(benzoylamino)-3-methylbutanoyl]-2-oxo-1-(3-phenylpropyl)-4-imidazolidinecarboxamide;

benzyl (5*S*)-5-[({(1*R*)-1-[(3αS,4S,6S,7αR)-hexahydro-3α,5,5-trimethyl-4,6-methano-1,3,2-benzodioxaborol-2-yl]-3-butenyl}amino)carbonyl]-2-oxo-3-[(2*E*)-3-phenyl-2-propenyl]-1-imidazolidinecarboxylate; and

benzyl (5*S*)-5-[({(1*R*)-1-[(3αS,4S,6S,7αR)-hexahydro-3α,5,5-trimethyl-4,6-methano-1,3,2-benzodioxaborol-2-yl]-3-butenyl}amino)carbonyl]-3-(2-anilino-2-oxoethyl)-2-oxo-1-imidazolidinecarboxylate.

**7.** A pharmaceutical composition comprising a pharmaceutically acceptable carrier and a therapeutically effective amount of a compound of Claim 1, or a pharmaceutically acceptable salt form or prodrug thereof.

**8.** A pharmaceutical composition comprising a pharmaceutically acceptable carrier and a therapeutically effective amount of a compound of Claim 2, or a pharmaceutically acceptable salt form or prodrug thereof.

**9.** A pharmaceutical composition comprising a pharmaceutically acceptable carrier and a therapeutically effective amount of a compound of Claim 3, or a pharmaceutically acceptable salt form or prodrug thereof.

**10.** A pharmaceutical composition comprising a pharmaceutically acceptable carrier and a therapeutically effective amount of a compound of Claim 4, or a pharmaceutically acceptable salt form or prodrug thereof.

**11.** A pharmaceutical composition comprising a pharmaceutically acceptable carrier and a therapeutically

effective amount of a compound of Claim 5, or a pharmaceutically acceptable salt form or prodrug thereof.

**12.** A pharmaceutical composition comprising a pharmaceutically acceptable carrier and a therapeutically effective amount of a compound of Claim 6, or a pharmaceutically acceptable salt form or prodrug thereof.

**13.** A pharmaceutical composition comprising a pharmaceutically acceptable carrier and a therapeutically effective amount of a compound of Claim 7, or a pharmaceutically acceptable salt form or prodrug thereof.

**14**. A method of treating a viral infection which comprises administering to a host in need of such treatment a therapeutically effective amount of a compound of Claim 1, or a pharmaceutically acceptable salt form or prodrug thereof.

**15**. A method of treating HCV infection which comprises administering to a host in need of such treatment a therapeutically effective amount of a compound of Claim 1, or a pharmaceutically acceptable salt form or prodrug thereof.

**16**. A method of treating HCV infection which comprises administering to a host in need of such treatment a therapeutically effective amount of a compound of Claim 2, or a pharmaceutically acceptable salt form or prodrug thereof.

**17**. A method of treating HCV infection which comprises administering to a host in need of such treatment a

therapeutically effective amount of a compound of Claim 3, or a pharmaceutically acceptable salt form or prodrug thereof.

**18**. A method of treating HCV infection which comprises administering to a host in need of such treatment a therapeutically effective amount of a compound of Claim 4, or a pharmaceutically acceptable salt form or prodrug thereof.

**19**. A method of treating HCV infection which comprises administering to a host in need of such treatment a therapeutically effective amount of a compound of Claim 5, or a pharmaceutically acceptable salt form or prodrug thereof.

**20**. A method of treating HCV infection which comprises administering to a host in need of such treatment a therapeutically effective amount of a compound of Claim 6, or a pharmaceutically acceptable salt form or prodrug thereof.

**21**. A method of treating HCV infection which comprises administering to a host in need of such treatment a therapeutically effective amount of a compound of Claim 7, or a pharmaceutically acceptable salt form or prodrug thereof.